

Registre de Commerce et des Sociétés

Numéro RCS : B184226

Référence de dépôt : L160260152

Déposé et enregistré le 29/12/2016

FDIMWNP20161121T17325401_001

RCSL Nr. : B184226

Matricule : 2014 2402 514

eCDF entry date : 21/11/2016

BALANCE SHEET

Financial year from ⁰¹ 01/01/2015 to ⁰² 31/12/2015 (in ⁰³ USD)

Osy Technologies S.à r.l.

412F, route d'Esch
L-1470 Luxembourg

ASSETS

	Reference(s)	Current year	Previous year
A. Subscribed capital unpaid			
I. Subscribed capital not called	1101 _____	101 _____	102 _____
II. Subscribed capital called but unpaid	1103 _____	103 _____	104 _____
	1105 _____	105 _____	106 _____
B. Formation expenses	1107 _____	107 _____	108 _____
C. Fixed assets	1109 _____	109 157.952.170,53	110 169.155.828,77
I. Intangible fixed assets	1111 _____	111 _____	112 _____
1. Research and development costs	1113 _____	113 _____	114 _____
2. Concessions, patents, licences, trade marks and similar rights and assets, if they were	1115 _____	115 _____	116 _____
a) acquired for valuable consideration and need not be shown under C.I.3	1117 _____	117 _____	118 _____
b) created by the undertaking itself	1119 _____	119 _____	120 _____
3. Goodwill, to the extent that it was acquired for valuable consideration	1121 _____	121 _____	122 _____
4. Payments on account and intangible fixed assets under development	1123 _____	123 _____	124 _____
II. Tangible fixed assets	1125 _____	125 _____	126 _____
1. Land and buildings	1127 _____	127 _____	128 _____
2. Plant and machinery	1129 _____	129 _____	130 _____

The notes in the annex form an integral part of the annual accounts

	Reference(s)	Current year	Previous year
3. Other fixtures and fittings, tools and equipment	1131 _____	131 _____	132 _____
4. Payments on account and tangible fixed assets under development	1133 _____	133 _____	134 _____
III. Financial fixed assets	1135 _____ 3	135 157.952.170,53	136 169.155.828,77
1. Shares in affiliated undertakings	1137 _____	137 365,08	138 365,08
2. Amounts owed by affiliated undertakings	1139 _____	139 157.152.805,45	140 168.152.463,69
3. Shares in undertakings with which the undertaking is linked by virtue of participating interests	1141 _____	141 _____	142 _____
4. Amounts owed by undertakings with which the undertaking is linked by virtue of participating interests	1143 _____	143 _____	144 _____
5. Securities and other financial instruments held as fixed assets	1145 _____	145 _____	146 _____
6. Loans and claims held as fixed assets	1147 _____	147 799.000,00	148 1.003.000,00
7. Own shares or own corporate units	1149 _____	149 _____	150 _____
D. Current assets	1151 _____	151 24.197.316,29	152 24.853.424,30
I. Inventories	1153 _____	153 _____	154 _____
1. Raw materials and consumables	1155 _____	155 _____	156 _____
2. Work and contracts in progress	1157 _____	157 _____	158 _____
3. Finished goods and merchandise	1159 _____	159 _____	160 _____
4. Payments on account	1161 _____	161 _____	162 _____
II. Debtors	1163 _____	163 15.707.387,90	164 23.514.435,58
1. Trade receivables	1165 _____	165 _____	166 _____
a) becoming due and payable within one year	1167 _____	167 _____	168 _____
b) becoming due and payable after more than one year	1169 _____	169 _____	170 _____
2. Amounts owed by affiliated undertakings	1171 _____	171 9.827.792,95	172 19.054.620,18
a) becoming due and payable within one year	1173 _____ 4.1.	173 4.629.524,53	174 18.328.123,76
b) becoming due and payable after more than one year	1175 _____ 4.2.	175 5.198.268,42	176 726.496,42
3. Amounts owed by undertakings with which the undertaking is linked by virtue of participating interests	1177 _____	177 _____	178 _____
a) becoming due and payable within one year	1179 _____	179 _____	180 _____
b) becoming due and payable after more than one year	1181 _____	181 _____	182 _____

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Matricule : 2014 2402 514

	Reference(s)	Current year	Previous year
4. Other receivables	1183	183 5.879.594,95	184 4.459.815,40
a) becoming due and payable within one year	1185 4.3.	185 879.915,29	186 457.267,45
b) becoming due and payable after more than one year	1187 4.4.	187 4.999.679,66	188 4.002.547,95
III. Transferable securities and other financial instruments	1189	189	190
1. Shares in affiliated undertakings and in undertakings with which the undertaking is linked by virtue of participating interests	1191	191	192
2. Own shares or own corporate units	1193	193	194
3. Other transferable securities and other financial instruments	1195	195	196
IV. Cash at bank, cash in postal cheque accounts, cheques and cash in hand	1197	197 8.489.928,39	198 1.338.988,72
E. Prepayments	1199	199 18.031,09	200
TOTAL (ASSETS)		201 182.167.517,91	202 194.009.253,07

LIABILITIES

	Reference(s)	Current year	Previous year
A. Capital and reserves			
	1301 _____	301 <u>-1.549.365,43</u>	302 <u>399.748,41</u>
I. Subscribed capital	1303 <u>5</u>	303 <u>1.949.240,00</u>	304 <u>1.949.240,00</u>
II. Share premium and similar premiums	1305 _____	305 _____	306 _____
III. Revaluation reserves	1307 _____	307 _____	308 _____
IV. Reserves	1309 _____	309 _____	310 _____
1. Legal reserve	1311 _____	311 _____	312 _____
2. Reserve for own shares or own corporate units	1313 _____	313 _____	314 _____
3. Reserves provided for by the articles of association	1315 _____	315 _____	316 _____
4. Other reserves	1317 _____	317 _____	318 _____
V. Profit or loss brought forward	1319 _____	319 <u>-1.549.491,59</u>	320 _____
VI. Profit or loss for the financial year	1321 _____	321 <u>-1.949.113,84</u>	322 <u>-1.549.491,59</u>
VII. Interim dividends	1323 _____	323 _____	324 _____
VIII. Capital investment subsidies	1325 _____	325 _____	326 _____
IX. Temporarily not taxable capital gains	1327 _____	327 _____	328 _____
B. Subordinated debts	1329 <u>7</u>	329 <u>22.515.164,18</u>	330 <u>22.275.347,58</u>
1. Convertible loans	1413 _____	413 <u>22.515.164,18</u>	414 <u>22.275.347,58</u>
a) becoming due and payable within one year	1415 _____	415 _____	416 _____
b) becoming due and payable after more than one year	1417 _____	417 <u>22.515.164,18</u>	418 <u>22.275.347,58</u>
2. Non convertible loans	1419 _____	419 _____	420 _____
a) becoming due and payable within one year	1421 _____	421 _____	422 _____
b) becoming due and payable after more than one year	1423 _____	423 _____	424 _____
C. Provisions	1331 <u>8</u>	331 <u>161.022,82</u>	332 <u>91.627,00</u>
1. Provisions for pensions and similar obligations	1333 _____	333 _____	334 _____
2. Provisions for taxation	1335 _____	335 <u>2.346,82</u>	336 _____
3. Other provisions	1337 _____	337 <u>158.676,00</u>	338 <u>91.627,00</u>
D. Non subordinated debts	1339 <u>9</u>	339 <u>161.040.696,34</u>	340 <u>171.242.530,08</u>
1. Debenture loans	1341 _____	341 _____	342 _____
a) Convertible loans	1343 _____	343 _____	344 _____
i) becoming due and payable within one year	1345 _____	345 _____	346 _____
ii) becoming due and payable after more than one year	1347 _____	347 _____	348 _____

	Reference(s)	Current year	Previous year
b) Non convertible loans	1349	349	350
i) becoming due and payable within one year	1351	351	352
ii) becoming due and payable after more than one year	1353	353	354
2. Amounts owed to credit institutions	1355	34.125.000,00	40.000.000,00
a) becoming due and payable within one year	1357	357	358
b) becoming due and payable after more than one year	1359	34.125.000,00	40.000.000,00
3. Payments received on account of orders as far as they are not deducted distinctly from inventories	1361	361	362
a) becoming due and payable within one year	1363	363	364
b) becoming due and payable after more than one year	1365	365	366
4. Trade creditors	1367	182.101,75	3.078.512,13
a) becoming due and payable within one year	1369	182.101,75	3.078.512,13
b) becoming due and payable after more than one year	1371	371	372
5. Bills of exchange payable	1373	373	374
a) becoming due and payable within one year	1375	375	376
b) becoming due and payable after more than one year	1377	377	378
6. Amounts owed to affiliated undertakings	1379	125.983.974,90	127.686.205,55
a) becoming due and payable within one year	1381	5.644.706,78	5.478.582,19
b) becoming due and payable after more than one year	1383	120.339.268,12	122.207.623,36
7. Amounts owed to undertakings with which the undertaking is linked by virtue of participating interests	1385	385	386
a) becoming due and payable within one year	1387	387	388
b) becoming due and payable after more than one year	1389	389	390
8. Tax and social security debts	1391	628.323,72	477.812,40
a) Tax debts	1393	628.323,72	477.812,40
b) Social security debts	1395	395	396

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	Reference(s)	Current year	Previous year
9. Other creditors	1397 _____	397 <u>121.295,97</u>	398 _____
a) becoming due and payable within one year	1399 _____	399 <u>121.295,97</u>	400 _____
b) becoming due and payable after more than one year	1401 _____	401 _____	402 _____
E. Deferred income	1403 _____	403 _____	404 _____
TOTAL (LIABILITIES)		405 <u>182.167.517,91</u>	406 <u>194.009.253,07</u>

Registre de Commerce et des Sociétés

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Déposé le 29/12/2016

Osy Technologies S.à r.l.

Société à responsabilité limitée

412F, route d'Esch
L-1470 Luxembourg

R.C.S. Luxembourg B-184.226

INCORPORATION

03/02/2014 MEMORIAL C-853 OF 03/04/2014

STATUTORY AMENDMENTS

23/07/2014 MEMORIAL C-2775 OF 07/10/2014

01/12/2014 MEMORIAL C-3988 OF 24/12/2014

Osy Technologies S.à r.l.
Société à responsabilité limitée
 412F, route d'Esch
 L-1470 Luxembourg
 R.C.S. Luxembourg: B 184.226
 Share Capital: USD 1.949.240,-
 (the "**Company**")

ANNEX TO THE FINANCIAL STATEMENTS AS OF DECEMBER 31, 2015
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I. ALLOCATION OF THE RESULT:

The board of managers has proposed and the sole shareholder has decided to carry forward the loss of the year ending December 31, 2015 amounting to EUR 1.949,113.84 to the following financial year as follows:

Result carried forward as at December 31, 2015	USD	(1,549,491.59)
Loss for the financial year as at December 31, 2015	USD	(1,949,113.84)
Result to be carried forward to the following financial year	USD	(3,498,605.43)

II. THE BOARD OF MANAGERS:

- Osy Holdings Limited (Cayman), type A manager, having its registered address at Ugland House, South Church Street, Grand Cayman KY1-1104, Cayman Islands,
- Eran Gorev, type A manager, professionally residing at 207 Sloane Street, 2nd floor, London SW1X 9QX, UK,
- Kevin Wilson, type A manager, professionally residing at 46 A avenue John F. Kennedy, L-1855 Luxembourg, since November 23, 2015;
- Frédéric Gardeur, type B manager professionally residing at 412 F route d'Esch, L-2086 Luxembourg, until July 30, 2015,
- Natalia Venturini, type B manager, professionally residing at 412 F route d'Esch, L-2086 Luxembourg, since July 30, 2015
- Myriam Scussel, type B manager, professionally residing at 412 F route d'Esch, L-2086 Luxembourg, from February 3, 2014 to April 24, 2015,
- Séverine Lambert, type B manager, professionally residing at 412 F route d'Esch, L-2086 Luxembourg, from February 3, 2014 to April 24, 2015.
- Abdoulie Jallow, type B manager professionally residing at 412 F route d'Esch, L-2086 Luxembourg, since April 24, 2015
- Pamela Valasuo, type B manager professionally residing at 412 F route d'Esch, L-2086 Luxembourg, since November 14, 2015;
- Walter Tocco, type B manager, professionally residing at 412 F route d'Esch, L-2086 Luxembourg, from April 24, 2015 to November 14, 2015.

Osy Technologies S.à r.l.
Société à responsabilité limitée
Notes to the annual accounts as at December 31, 2015

1. GENERAL INFORMATION

Osy Technologies S.à r.l. (hereafter the 'Company') was incorporated on February 3, 2014 and is organised under the laws of Luxembourg as a Société à responsabilité limitée for an unlimited period.

The registered office of the Company is established in Luxembourg.

The Company's financial year starts on January 1 and ends on December 31 of each year.

The object of the Company is the direct and indirect acquisition and holding of participating interests, in any form whatsoever, in Luxembourg and/or in foreign undertakings, as well as the administration, development and management of such interests.

This includes, but is not limited to, investment in, acquirement of, disposal of, granting or issuing (without a public offer) of preferred equity certificates, loans, bonds, notes debentures and other debt instruments, shares, warrants and other equity instruments or rights, including, but not limited to, shares of capital stock, limited partnership interests, limited liability company interests, preferred stock, securities and swaps, and any combination of the foregoing, in each case whether readily marketable or not, and obligations (including but not limited to synthetic securities obligations) in any type of company, entity or other legal person.

The Company may also use its funds to invest in real estate, in intellectual property rights or any other movable or immovable assets in any form or of any kind.

The Company may grant pledges, guarantees, liens, mortgages and any other form of securities as well as any form of indemnities, to Luxembourg or foreign entities, in respect of its own obligations and debts.

The Company may also provide assistance in any form (including but not limited to the granting of advances, loans, money deposits and credits as well as the providing of pledges, guarantees, liens, mortgages and any other form of securities, in any kind of form) to the Company's subsidiaries. On a more occasional basis, the Company may provide the same kind of assistance to undertakings which are part of the same group of companies which the Company belongs to or to third parties, provided that doing so falls within the Company's best interest and does not trigger any license requirements.

In general, the Company may carry out any commercial, industrial or financial operation and engage in such other activities as the Company deems necessary, advisable, convenient, incidental to, or not inconsistent with, the accomplishment and development of the foregoing.

Notwithstanding the above, the Company shall not enter into any transaction which would cause it to be engaged in any activity which would be considered as a regulated activity or that would require the Company to have any other license.

Osy Technologies S.à r.l.
Société à responsabilité limitée
Notes to the annual accounts as at December 31, 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1. Basic of preparation

The annual accounts have been prepared in accordance with Luxembourg legal and regulatory requirements under the historical cost convention.

Accounting policies and valuation rules are, besides the ones laid down by the Law of 19 December 2002, determined and applied by the Board of Managers.

The preparation of annual accounts requires the use of certain critical accounting estimates. It also requires the Board of Managers to exercise their judgement in the process of applying the accounting policies. Changes in assumptions may have a significant impact on the annual accounts in the period in which the assumptions changed. Management believes that the underlying assumptions are appropriate and that the annual accounts therefore present the financial position and results fairly.

The Company makes estimates and assumptions that affect the reported amounts of assets and liabilities in the next financial year. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

2.2. Significant accounting policies

The main valuation rules applied by the Company are the following:

2.2.1. Financial fixed assets

Shares in affiliated undertakings and loans to these undertakings are valued at purchase price/nominal value (loans and claims) including the expenses incidental thereto.

In the case of durable depreciation in value according to the opinion of the Board of Managers, value adjustments are made in respect of fixed assets, so that they are valued of the lower figure to be attributed to them at the balance sheet date. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

2.2.2. Debtors

Debtors are valued at their nominal value. They are subject to value adjustments where their recovery is compromised. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

Osy Technologies S.à r.l.
Société à responsabilité limitée
Notes to the annual accounts as at December 31, 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2.3. Foreign currency translation

The Company keeps its books in USD and the Balance Sheet and the Profit and Loss Account are expressed in the same currency.

Transactions expressed in currencies other than USD are translated into USD at the exchange rate effective at the time of the transaction. Formation expenses and long-term assets expressed in currencies other than USD are translated into USD at the exchange rate effective at the time of the transaction. At the balance sheet date, these assets remain translated at historical exchange rates.

Cash at bank is translated at the exchange rate effective at the balance sheet date. Exchange rate losses and gains are recorded in the profit and loss account of the year.

Other assets and liabilities are translated separately respectively at the lower or at the higher of the value converted at the historical exchange rate or the value determined on the basis of the exchange rates effective at the balance sheet date. The unrealised exchange losses recorded in the profit and the loss account. The exchange gains are recorded in the profit and loss account at the moment of their transaction.

Where there is an economic link between an asset and a liability, these are valued in total according to the method described above and the net unrealised losses are recorded in the profit and loss account and the net unrealised exchange gains are not recognised.

2.2.4. Deferred charges

This asset item includes expenditures incurred during the financial year but relating to as subsequent financial year.

2.2.5. Provisions

Provisions are intended to cover losses or debts, the nature of which is clearly defined and which, at the date of the balance sheet, are either likely to be incurred or certain to be incurred but uncertain as to their amount or the date on which they will arise.

Provisions may also be created to cover charges which originate in the financial year under review or in a previous financial year, the nature of which is clearly defined and which at the date of the balance sheet are either likely to be incurred or certain to be incurred but uncertain as to their amount or the date on which they will arise.

Provision for taxation

Provision for taxation corresponding to the tax liability estimated by the Company for the financial years for which the tax return has not yet been filed are recorded under the caption 'Tax debts'. The advance payments are shown in the assets of the balance sheet under the 'Other receivables' item.

Osy Technologies S.à r.l.
Société à responsabilité limitée
Notes to the annual accounts as at December 31, 2015

3. FINANCIAL FIXED ASSETS

The movements for the year are as follows:

	2015 USD	2014 USD
Gross book value - opening balance	169 155 828.77	0.00
Additions for the year/period	8 188 300.76	169 155 828.77
Disposals for the year/period	(19 391 959.00)	0.00
Gross book value - closing balance	157 952 170.53	169 155 828.77
Accumulated value adjustment - opening balance	0.00	0.00
Allocations for the year/period	0.00	0.00
Reversals for the year/period	0.00	0.00
Accumulated value adjustment - closing balance	0.00	0.00
Net book value - closing balance	157 952 170.53	169 155 828.77

Osy Technologies S.à r.l.
Société à responsabilité limitée
Notes to the annual accounts as at December 31, 2015

3. FINANCIAL FIXED ASSETS (continued)

The financial fixed assets are split as follows:

	Affiliated undertakings		undertakings with which the company is linked by virtue of participating interests		Securities held as fixed assets		Loans and receivables		Total
	Shares USD	Loans USD	Shares USD	Loans USD		USD		USD	
Gross book value - opening balance	365.08	168 152 463.69	0.00	0.00	1 003 000.00	0.00	0.00	169 155 828.77	
Additions for the year	0.00	8 188 300.76	0.00	0.00	0.00	0.00	0.00	8 188 300.76	
Disposals for the year	0.00	(19 187 959.00)	0.00	0.00	(204 000.00)	0.00	0.00	(19 391 959.00)	
Transfers for the year	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Gross book value - closing balance	365.08	157 152 805.45	0.00	0.00	799 000.00	0.00	0.00	157 952 170.53	
Accumulated value adjustment - opening balance	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Allocations for the year	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Reversals for the year	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Transfers for the year	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Accumulated value adjustment - closing balance	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Net book value - closing balance	365.08	157 152 805.45	0.00	0.00	799 000.00	0.00	0.00	157 952 170.53	
Net book value - opening balance	365.08	168 152 463.69	0.00	0.00	1 003 000.00	0.00	0.00	169 155 828.77	

Osy Technologies S.à r.l.
Société à responsabilité limitée
Notes to the annual accounts as at December 31, 2015

3. FINANCIAL FIXED ASSETS (continued)

Undertaking in which the Company holds at least 20% share capital or in which it is a general partner are as follows:

Name of undertakings (Legal form)	Registered office	Ownership	Last balance sheet date	Net equity at the balance sheet date of the company concerned (USD)	Profit or loss for the last financial year (USD)
		%			
IOTA Holdings Limited	Agathonos 11, Kapsalos 3087, Limassol, Cyprus	100.00%	31/12/2015	(3 133 112.00)	(3 133 237.00)
Q Cyber Technologies Ltd (formerly LEGD Company Ltd)	22 Galgalei Haplada St. P.O Box 4166, herzliya, Israel.	100.00%	31/12/2015	33 859 000.00	25 702 000.00
Westbridge Technologies, Inc.	11140 Rockville Pike; Rockville Maryland, USA zip: 20852, suit no' 315	100.00%	31/12/2015	(12 632.00)	(12 632.00)
Shapes 1 BV (In liquidation)	Claude Debussylaan 24, 1082 MD Amsterdam, the Netherlands	100.00%	31/12/2015	(25 619.00)	(22 443.00)
Shapes 2 BV (in liquidation)	Claude Debussylaan 24, 1082 MD Amsterdam, the Netherlands	100.00%	31/12/2015	(2 126 428.00)	(1 994 026.00)

4. DEBTORS

4.1 Amounts owed by affiliated undertakings becoming due and payable within one year

This item is composed of an advances to affiliated undertakings (USD 2 087 458,20) and interest on loans (described in item 3) to affiliated undertakings (USD 2 542 066,33).

4.2 Amounts owed by affiliated undertakings becoming due and payable after more than one year

This item is composed of interest on a loan described in item 3 for USD 5 198 268,42.

4.3 Other receivables becoming due and payable within one year

This item is mainly composed of input value added tax for USD 510 752,73, withholding tax on interest for USD 158 676,00 and other receivables for USD 210 486,56.

Osy Technologies S.à r.l.
Société à responsabilité limitée
Notes to the annual accounts as at December 31, 2015

4. DEBTORS (continued)

4.4 Other receivables becoming due and payable after more than one year

This item is mainly composed of loans and receivables from third parties and related interest for an aggregate amount of USD 4 999 679,66.

5. SUBSCRIBED CAPITAL

The share capital of the Company is set at USD 1 949 240 (one million nine hundred and forty-nine thousand two hundred and forty US Dollars) represented by:

- 16 851 (sixteen thousand eight hundred and fifty-one) class A;
- 483 096 (four hundred and eighty-three thousand ninety-six) class B;
- 483 096 (four hundred and eighty-three thousand ninety-six) class C;
- 483 096 (four hundred and eighty-three thousand ninety-six) class D; and
- 483 101 (four hundred and eighty-three thousand one hundred and one) class E;

Having a nominal value of USD 1 each, and being fully paid-up.

At the incorporation date, the Company share capital was set at EUR 12 500 (twelve thousand five hundred Euros) divided into 12 500 (twelve thousand five hundred) shares with a nominal value of EUR 1 (one Euro) each, fully paid-up.

On July 23, 2014, the currency of the share capital was converted from Euros to US Dollars at the currency exchange rate of EUR 1 for USD 1,3481. The sole shareholder also issued and subscribed 4 351 new shares without increasing the share capital of the Company in order to set the latter at USD 16 851 (sixteen thousand eight hundred and fifty-one US Dollars) represented by 16 851 (sixteen thousand eight hundred and fifty-one) shares with a nominal value of USD 1 (one US Dollar) per share.

The same day the share capital was further increased by an amount of USD 618 519 (six hundred and eighteen thousand five hundred and nineteen US Dollars) so as to raise it from its current amount of USD 16 851 (sixteen thousand eight hundred and fifty-one US Dollars) to USD 635 370 (six hundred and thirty-five thousand three hundred and seventy US Dollars) by the issuance of 618 519 (six hundred and eighteen thousand five hundred and nineteen) new shares each with a nominal value of USD 1 (one US Dollar) fully paid-up.

The same day, five classes of shares were created (class A shares, class B shares, class C shares, class D shares and class E shares). The 635 370 shares of the Company was allocated among the new classes of shares as follows:

- 16 851 (sixteen thousand eight hundred and fifty-one) shares in classes A;
- 154 629 (one hundred and fifty-four thousand six hundred and twenty-nine) shares in each of classes B to D included; and
- 154 632 (one hundred and fifty-four thousand six hundred and thirty-two) shares in class E.

On December 1, 2014, the share capital was increased by an amount of USD 1 313 870 (one million three hundred and thirteen thousand eight hundred and seventy US Dollars) so as to raise it from its current amount of USD 635 370 (six hundred and thirty five thousand three hundred and seventy US Dollars) to USD 1 949 240 (one million nine hundred and forty-nine thousand two hundred and forty US Dollars) by the issuance of:

- 328 467 (three hundred and twenty-eight thousand four hundred and sixty-seven) class B shares, with a nominal value of USD 1 (one Dollar) each;
- 328 467 (three hundred and twenty-eight thousand four hundred and sixty-seven) class C shares, with a nominal value of USD 1 (one Dollar) each;
- 328 467 (three hundred and twenty-eight thousand four hundred and sixty-seven) class D shares, with a nominal value of USD 1 (one Dollar) each; and
- 328 469 (three hundred and twenty-eight thousand four hundred and sixty-nine) class E shares, with a nominal value of USD 1 (one Dollar) each.

Osy Technologies S.à r.l.
Société à responsabilité limitée
Notes to the annual accounts as at December 31, 2015

6. LEGAL RESERVE

The Company is required to allocate a minimum of 5% of its annual net income to a legal reserve, until this reserve equals 10% of the subscribed share capital. This reserve may not be distributed.

7. SUBORDINATED DEBTS

Amounts due and payable for the accounts shown under "Subordinated debts" are as follows:

	After more than one year USD	Total 2015 USD	Total 2014 USD
Convertible debenture loans	22 515 164.18	22 515 164.18	22 275 347.58
Total	22 515 164.18	22 515 164.18	22 275 347.58

On December 1st, 2014 the Company issued 22 222 500 Convertible Preferred Equity Certificates each with a par value of USD 1 representing an aggregate amount of USD 22 222 500,00.

In July 2015, the sole shareholder received from the Company payment of Yield calculated on Convertible Preferred Equity Certificates from December 1, 2014 up to and including December 31, 2014 and January 1, 2015 up to and including July 31, 2015, respectively for an amounts of USD 52 846,93 and USD 361 404,82.

The interest on the above Convertible Preferred Equity Certificates has been amended and fixed at the rate of 2.94 % per annum (2.80 % per annum in 2014). As at the December 31st, 2015 accumulated interest amounts to USD 292 664,18.

The repayment date of the above Convertible Preferred Equity Certificates is 49th anniversary of the issue date.

8. PROVISIONS

Provisions are made up as follows:

	2015 USD	2014 USD
Provisions for taxation (withholding tax on interest)	158 676.00	91 627.00
Provisions for taxation (net wealth tax)	2 346.82	0.00
Total	161 022.82	91 627.00

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9. NON-SUBORDINATED DEBTS

Amounts due and payable for the accounts shown under "Non-subordinated debts" are as follows:

	Within one year	After more than one year	Total	Total
	USD	USD	2015 USD	2014 USD
Other Creditors	121 295.97	0.00	121 295.97	0.00
Amounts owed to credit institutions	0.00	34 125 000.00	34 125 000.00	40 000 000.00
Trade creditors	182 101.75	0.00	182 101.75	3 078 512.13
Amounts owed to affiliated undertakings	5 644 706.78	120 339 268.12	125 983 974.90	127 686 205.55
Tax and social security debts	628 323.72	0.00	628 323.72	477 812.40
Total	6 576 428.22	154 464 268.12	161 040 696.34	171 242 530.08

On November 26, 2014, the Company entered into a facilities agreement with a bank, for a facility of USD 35 000 000 and a revolving facility of USD 5 000 000. These facilities bear interest at 3 month libor rate+a margin. The maturity date is November 26, 2019. In 2015 the Company fully repaid the revolving facility. In June and December 2015, the Company repaid partially (for USD 875 000) the bank facility loan.

On December 1st, 2014, the sole shareholder undertook to provide to the Company 14 loans for an aggregate amount of USD 67 976 688,86. In July 2015 the Company repaid part of the principal of this loan for an amount of USD 2 000 000,00.

The interest on the above financing has been amended and fixed at the rate of 2.89% per annum (4,00% per annum in 2014). As at the December 31st, 2015 accumulated interest amount to USD 362 579,26.

On December 1st, 2014, the Company promised to pay to its sole shareholder the principal amount of Promissory Note equal to USD 54 000 000. In 2015 it was decided to amend simple no compounded interest at the rate of 2.94 % per annum (4,00 % per annum in 2014). As at December 31st, 2015 the interest on Promissory Note amounts to USD 334 791,36.

On December 1st, 2014, the Company promised to pay to its sole shareholder the principal amount of Promissory Note equal to USD 5 275 594,41. In 2015 it was decided to amend simple no compounded interest at the rate of 2.94 % per annum (4,00 % per annum in 2014). The maturity date of this debt was set on October 31st, 2015. As at December 31st, 2015 the interest on Promissory Note amounts to USD 32 707,85.

Tax and social security debts, amounting to USD 628 323,72 relate to provision for Corporate Income Tax in 2015 and VAT due based on reverse charge mechanism.

10. STAFF

From July/August 2015, the Company employs 2 full-time equivalent persons.

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11. CHARGES

11.1. Other external charges

This item corresponds to the operational expenses of the Company for an amount of USD 1 884 385,98 (USD 3 030 928,10 in 2014).

11.2. Staff costs

This item corresponds to salaries and wages and social contributions for a total amount of USD 531 685,46.

11.3. Other operating charges

This item is mainly composed of non-deductible VAT (USD 44 081,84), other foreign taxes (USD 67 049) and office supplies (USD 21 481,71) for a total amount of USD 132 615,53 (USD 254 437,92 in 2014).

11.4. Interest and other financial charges

11.4.1. Concerning affiliated undertakings

This item represents mainly accrued interest on loans (note 9) for an amount of USD 3 686 515.09 (USD 432 309,12 in 2014).

11.4.2. Other interest and similar financial charges

This item represents accrued interest on bank facilities (note 9), other financial charges, foreign exchange revaluation and interest on Convertible Preferred Equity Certificates (note 7) for an amount of USD 2 350 212.67 (USD 203 771,62 in 2014).

11.5. Income tax

This item corresponds to the estimated amount of provision in respect of Corporate Income Tax for USD 3 561,30 equivalent to EUR 3 210,00.

11.6. Other taxes not included in the previous caption

The item corresponds to the estimated amount of provision in respect of Net Wealth Tax for USD 2 346,82 equivalent to EUR 1 931,06.

12. INCOME

12.1. Other operating income

This item mainly corresponds to the management services provided by the Company to group companies for a total amount of USD 177 821,00.

12.2. Income from affiliated undertakings

As presented in note 3 and note 4, the Company derived interest from financing activity for an amount of USD 6 272 313,57 (USD 2 373 734,56 in 2014).

12.3. Other interest receivable and similar income

As presented in note 4.4 the Company derived interest from loan granted to third parties for an amount of USD 142 363,71 (USD 2 547,95 in 2014). The item is also composed of foreign exchange gain for USD 28 214,84.

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13. OFF-BALANCE SHEET COMMITMENTS

Pursuant to a share pledge agreement dated November 27, 2014, (the "Share Pledge Agreement") the sole shareholder pledged all its rights, interest and benefits, present and future, in to and under its present and future shares (as defined in the Share Pledge Agreement) in the Company to Silicon Valley Bank, and all its rights, titles, interests and benefits, present and future, in and to all rights, moneys, power and property whatsoever which may from time to time and at any time be distributed or derived from or accrue on or arise in respect of or relate to said shares in favour of Silicon Valley Bank as security agent.

Pursuant to a receivables pledge agreement dated November 27, 2014 (the "Receivables Pledge Agreement") the Company pledged in favour of Silicon Valley Bank all the present and future claims the Company has or will have against L.E.G.D. Company Ltd. (please refer to note 3) including without limitation, all income deriving therefrom payments made or to be made in respect thereof, interest thereon and proceeds thereof.

Pursuant to a deed of pledge of shares dated in 2014 (the "Deed of Pledge of Shares") the Company pledged in favour of Silicon Valley Bank all the shares, the share certificate, the further shares and the related rights of IOTA Holdings Limited (please refer to note 3).

Pursuant to share pledge agreements dated December 1, 2014 between several shareholders of Triangle Holdings SA as pledgers and the Company as pledgee, in presence of Triangle Holdings S.A., as may be amended,

Supplemented, modified, restated or novated from time to time (the "Share Pledge Agreements") 149 798 Triangle Holdings SA's ordinary D shares were pledged in favour of the Company as first ranking security for all obligations (as defined in the Share Pledge Agreements).

Pursuant to a Convertible Preferred Equity Certificates pledge agreements dated December 1, 2014 between several CPECs holders Triangle Holdings SA as pledgers and the Company as pledgee, in the presence of Triangle Holdings S.A., as may be amended, supplemented, modified, restated or novated from time to time 74 956 072 CPECs A, 129 583 066 CPECs C and 11 945 801 CPECs D of Triangle Holdings SA were pledged in favour of the Company as a first ranking security for all obligations.

Pursuant to an account pledge agreement dated November 27, 2014 (the "Account Pledge Agreement") the Company pledged all its present and future rights title, interest and actions against its bank accounts held at Societe Generale and all credit balances from time to time on the accounts, together with the interest accruing on such balances from time to time and including any ancillary rights and claims associated with the accounts.

14. SUBSEQUENT EVENTS

On January 8th, 2016 the Company as a sole shareholder incorporated Q Cyber Technologies S.à r.l. with a share capital of EUR 12 500,00 divided into twelve thousand five hundred (12 500) shares with a nominal value of one Euro (EUR 1,-) each. The register office of the subsidiary is based at 46A, avenue John F. Kennedy L-1855 Luxembourg.

From first semester of 2016, the Company employs 2 additional full – time equivalent persons.

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14. SUBSEQUENT EVENTS (continued)

On May 1st, 2016 the Company decided to grant to Q Cyber Technologies S.à r.l. a short term loan for USD 1 000 000,00. The loan is granted for a period of 12 months. The loan bears interest at the fixed rate of 3% per annum.

On June 2, 2016, the Company paid to the seller of the shares and notes of IOTA Holdings Limited a retention payment of USD 15 000 000 pursuant to the related purchase agreement dated November 5, 2014.

On September 1, 2016 the Company decided to grant second short term loan to Q Cyber Technologies S.à r.l. amounting to USD 1 000 000,00. The loan is granted for a period of 12 months. The loan bears interest at the fixed rate of 3% per annum.

On October 13th, 2016 Shapes 1 B.V. and Shapes 2 B.V. have been put into liquidation.

On October 14th, 2016 it was decided to convert the share capital of Q Cyber Technologies S.à r.l. from EUR to USD. After conversion share capital of the subsidiary amounts to USD 14 000,00.

In November 2016, the Company received USD 500 000,00 from Q Cyber Technologies S.à r.l. related to partial repayment of short term loans mentioned above.